

Paul Reynolds , General Counsel
Fifth Third Bancorp
Fifth Third Center
Cincinnati, Oh 45263

Re: Suburban Federal Savings Bank
ESOP and Affiliation Agreement

Dear Mr. Reynolds:

It has come to my attention that as of June 30 1999, the assets of the Suburban Bancorporation, Inc. Employee Stock Ownership Plan ("Plan") have been merged into other retirement plans of Fifth Third. We recognize that the Affiliation Agreement ("Agreement") between Fifth Third Bancorp ("Bank") and Suburban Bancorporation, Inc. ("Suburban") provided the Bank with the flexibility to take such action. We also recognize, that in the Agreement it is explicitly agreed by all parties that assets in the Plan are intended for the sole benefit of individuals who were participants of the Plan at June 30, 1997.

It was agreed that if the assets of the referenced Plan were merged into any other Bank plans after the June 30, 1998 plan year. The value of the assets unallocated to former Suburban employees, which are merged into Bank plans at that date, would be allocated to individuals who were members of the Plan at June 30, 1997, on a pro-rata basis. The value of those assets would then be reimbursed from Bank corporate assets rather than Plan assets.

After my recent conversations with James Girton of the Bank, in the benefits department, and Steve Goodson on a separate occasion, I have a concern that the Bank does not intend to honor the ESOP provisions of the Agreement. The agreement is quite clear on the point that any and all benefit derived from Plan assets are claimed by those former Suburban employees, who were participants in the plan as of June 30, 1997. The Agreement is also clear on the point of the procedures available to terminate or otherwise wind up the Plan after the June 30, 1998 Plan year.

We are aware that the value of the unallocated plan assets as of June 30, 1998, have been distributed to other Bank employees, via an action by the Bank which made those employees eligible for the Suburban Plan at some date after June 30 1998. Those of us who were participants of the Plan as of the effective date, June 30, 1997, now expect that the value of those assets to be reimbursed as provided for in the Agreement.

I am hopeful that this issue being brought to your attention will be quickly resolved. Please do not hesitate to contact me, as I would be happy to assist you in any way.

Sincerely,

Christopher L. Henn